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Attorneys for the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	
DELPHI CORPORATION, <u>et al.</u> ,	)	Case No. 05-44481 (RDD)
	)	
Debtors.	)	
	)	Jointly Administered

**FINAL FEE AND EXPENSE APPLICATION COVER  
SHEET OF LATHAM & WATKINS LLP AS COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

<b>Name of Applicant:</b>	Latham & Watkins LLP
<b>Role in Case:</b>	Counsel to the Official Committee of Unsecured Creditors
<b>Date of Retention:</b>	January 6, 2006 ( <i>nunc pro tunc</i> to October 17, 2005)
<b>Period for which final compensation and reimbursement are sought:</b>	October 17, 2005 through January 25, 2008 <sup>1</sup>

<sup>1</sup> Pursuant to paragraph 33 of the Confirmation Order and paragraph 9(b) of the Effective Date Notice (both as defined in the Application), any requirement that professionals comply with sections 327 through 331 of the Bankruptcy Code in seeking compensation for services rendered terminated on January 25, 2008 (the “Confirmation Date”). Consequently, since the Confirmation Date, the Debtors have employed and paid Professionals, including Latham & Watkins LLP, in the ordinary course of business without any further notice to, action by or order or approval of the Court or any other party. Accordingly, this Application does not request compensation or expense reimbursement with respect to services rendered and expenses incurred after January 25, 2008.

**Amount of Compensation sought  
on a final basis as actual, reasonable,  
and necessary:** \$19,817,103.75

**Amount of Compensation received to  
Date:** \$19,395,918.80

**Payment requested upon approval  
Of Application:** \$421,184.95

**Final Amount of Expense  
Reimbursement sought on a final  
basis as actual, reasonable,  
and necessary:** \$1,113,098.00<sup>2</sup>

**This is a(n):**    interim x final application.

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<sup>2</sup> All Expenses sought as actual, reasonable and necessary on a final basis have already been paid by the Debtors to Latham & Watkins LLP.

**SECTION I: PRIOR INTERIM FEE APPLICATIONS**

<b>Fee Application, Filing Date, Docket No.</b>	<b>Period Covered</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Amount of Fees Authorized to Date</b>	<b>Amount of Expenses Authorized to Date</b>
First Interim Fee Application  Filed 07/06/09  Docket No. 3966	10/17/2005 through 1/31/2006	\$3,258,050.25	\$157,230.86	\$3,216,383.58	\$157,230.86
Second Interim Fee Application  Filed 08/03/09  Docket No. 4742	2/1/2006 through 5/31/2006	\$5,188,803.50	\$369,265.45	\$5,147,136.83	\$369,265.45
Third Interim Fee Application  Filed 09/14/09  Docket No. 5961	6/1/2006 through 9/30/2006	\$3,292,173.00	\$179,565.22	\$3,250,506.33	\$179,565.22
Fourth Interim Fee Application  Filed 10/15/09  Docket No. 7484	10/1/2006 through 1/31/2007	\$2,889,599.50	\$160,467.74	\$2,836,008.50	\$155,018.74

Fee Application, Filing Date, Docket No.	Period Covered	Total Fees Requested	Total Expenses Requested	Amount of Fees Authorized to Date	Amount of Expenses Authorized to Date
Fifth Interim Fee Application  Filed 10/23/09  Docket No. 8787	2/1/2007 through 5/31/2007	\$1,629,455.50	\$84,184.09	\$1,604,455.60	\$82,584.09
Sixth Interim Fee Application  Filed 10/23/07  Docket No. 11149	6/1/2007 through 9/30/2007	\$1,557,917.25	\$74,904.59	\$1,551,316.25	\$72,407.59

**SECTION II: ATTORNEY/OTHER PROFESSIONAL SUMMARY**

**FINAL COMPENSATION PERIOD (October 17, 2005 through January 25, 2008)**

<u>Name of Attorney/ Other Professional</u>	<u>Year Admitted to Practice</u>	<u>Hourly Rates<sup>3</sup></u>	<u>Hours Billed</u>	<u>Totals</u>
<b>PARTNERS</b>				
DAVID BRODSKY	1970	\$825.00	9.5	\$7,837.50
ROBERT J. ROSENBERG	1970	\$795.00	318.5	\$253,207.50
		\$850.00	1,316.9	\$1,119,365.00
		\$925.00	986.7	\$912,697.50
		\$995.00	108.2	\$107,659.00
ERICA H. STEINBERGER	1972	\$775.00	27.0	\$20,925.00
		\$850.00	27.8	\$23,630.00
JOEL E. KRISCHER	1975	\$695.00	18.6	\$12,927.00
		\$750.00	2.5	\$1,875.00
DAVID HELLER	1978	\$825.00	0.5	\$412.50
BRUCE J. PRAGER	1978	\$775.00	1.2	\$930.00
HISAO HIROSE	1979	\$625.00	0.8	\$500.00
JOEL W. BRICKNER	1980	\$725.00	24.7	\$17,907.50
		\$775.00	32.3	\$25,032.50
A. JAMES REDWAY	1981	\$675.00	3.0	\$2,025.00
JOHN D. SHYER	1981	\$710.00	21.5	\$15,265.00
		\$750.00	14.1	\$10,575.00
JAMES E. BRANDT	1982	\$710.00	80.8	\$57,368.00
		\$775.00	274.4	\$212,660.00
		\$825.00	53.5	\$44,137.50
ROBERT A. ZUCCARO	1982	\$825.00	5.5	\$4,537.50
DOUGLAS J. BACON	1983	\$825.00	5.2	\$4,290.00
ALLEN J. KLEIN	1985	\$725.00	5.5	\$3,987.50
		\$750.00	0.2	\$150.00
LAWRENCE I. SAFRAN	1985	\$685.00	1.6	\$1,096.00
		\$750.00	0.4	\$300.00
MITCHELL A. SEIDER	1987	\$710.00	444.3	\$315,453.00
		\$775.00	1,291.7	\$1,001,067.50
		\$850.00	569.3	\$483,905.00
		\$925.00	0.6	\$555.00
ROBIN L. STRUVE	1987	\$695.00	25.2	\$17,514.00
		\$750.00	10.5	\$7,875.00
JOHN HOUGHTON	1988	\$825.00	1.3	\$1,072.50
DAVID S. RAAB	1988	\$750.00	2.1	\$1,575.00

<sup>3</sup> These rates reflect the hourly billing rates in effect during 2005, 2006, 2007 and 2008.

		\$825.00	1.1	\$907.50
		\$895.00	0.5	\$447.50
MARK A. BROUDE	1989	\$685.00	415.1	\$284,343.50
		\$750.00	1,344.0	\$1,008,000.00
		\$825.00	910.2	\$750,915.00
		\$895.00	65.7	\$58,801.50
DAVID S. LANGER	1989	\$650.00	40.5	\$26,325.00
		\$695.00	4.4	\$3,058.00
SANDHYA P.	1990			
CHANDRASEKHAR		\$650.00	2.3	\$1,495.00
STEFAN LUNK	1992	\$650.00	1.6	\$1,040.00
MATTEO BAY	1993	\$650.00	1.8	\$1,170.00
ALEXANDRA A.E. SHAPIRO	1993	\$695.00	4.3	\$2,988.50
JEFFREY A. TOCHNER	1993	\$625.00	0.3	\$187.50
		\$675.00	12.5	\$8,437.50
HERVE DIOGO AMENGUAL	1994	\$650.00	2.7	\$1,755.00
BLAIR G. CONNELLY	1994	\$650.00	328.0	\$213,200.00
		\$725.00	134.6	\$97,585.00
		\$775.00	46.5	\$36,037.50
ROBERT E.L. HASTY	1995	\$650.00	22.5	\$14,625.00
		\$725.00	19.1	\$13,847.50
JOSEPH KIM	1995	\$625.00	1.9	\$1,187.50
JOHN SORKIN	1995	\$650.00	0.6	\$390.00
BRADD WILLIAMSON	1995	\$595.00	5.6	\$3,332.00
		\$675.00	2.7	\$1,822.50
		\$750.00	3.4	\$2,550.00
GREGORY P. RODGERS	1997	\$750.00	3.8	\$2,850.00
JUAN MANUEL DE REMEDIOS	1998	\$650.00	0.8	\$520.00
HANNO F. KAISER	1998	\$650.00	4.1	\$2,665.00
<b>TOTAL</b>			<b>9,066.5</b>	<b>\$7,230,797.50</b>

#### OF COUNSEL

CHRISTOPHER J. DORIAN	1980	\$750.00	11.8	\$8,850.00
SUSAN BLOCK-LIEB	1982	\$595.00	5.9	\$3,510.50
		\$650.00	121.3	\$78,845.00
IGNACIO PALLARES	1997	\$650.00	16.2	\$10,530.00
<b>TOTAL</b>			<b>155.2</b>	<b>\$101,735.50</b>

#### ASSOCIATES

MICHAEL J. FARIS	1990	\$615.00	0.3	\$184.50
MATTHEW H. AHRENS	1996	\$520.00	0.3	\$156.00
ERIC T. ANDREWS	1996	\$560.00	5.4	\$3,024.00

HENRY P. BAER, JR.	1997	\$520.00	499.3	\$259,636.00
		\$570.00	1,062.3	\$605,511.00
		\$615.00	330.7	\$203,380.50
		\$660.00	9.9	\$6,534.00
KUANG H. TANG	1997	\$515.00	0.2	\$103.00
ADRIENNE K. WHEATLEY	1997	\$520.00	24.0	\$12,480.00
		\$570.00	418.6	\$238,602.00
		\$615.00	287.9	\$177,058.50
		\$660.00	46.0	\$30,360.00
AYANO K. CREED	1998	\$600.00	1.6	\$960.00
JOHN D. MACKAY	1998	\$560.00	1.5	\$840.00
ROBERT J. MALIONEK	1998	\$520.00	91.6	\$47,632.00
CHRISTOPHER HITCHINS	1999	\$560.00	5.6	\$3,136.00
SUSAN H. KANE	1999	\$475.00	30.6	\$14,535.00
		\$545.00	897.1	\$488,919.50
CARRIE SHELPS	1999	\$525.00	14.5	\$7,612.50
KEITH SIMON	1999	\$545.00	56.6	\$30,847.00
		\$595.00	12.2	\$7,259.00
BETTINA FRIERE	2000	\$545.00	2.2	\$1,199.00
JOSEPH FURST III	2000	\$515.00	1,191.1	\$613,416.50
		\$575.00	480.8	\$276,460.00
FRANK GRELL	2000	\$545.00	0.8	\$436.00
D. S. KEMP	2000	\$450.00	24.4	\$10,980.00
LAMBRINA MATHEWS	2000	\$515.00	280.9	\$144,663.50
JOHN W. WEISS	2000	\$450.00	399.5	\$179,775.00
		\$515.00	1,119.6	\$576,594.00
		\$575.00	462.4	\$265,880.00
JONATHAN P. BAUMSTARK	2001	\$425.00	0.7	\$297.50
DUTCH D. CHUNG	2001	\$490.00	3.3	\$1,617.00
MIA G. DIBELLA	2001	\$550.00	47.0	\$25,850.00
		\$615.00	2.0	\$1,230.00
MELINDA C. FRANEK	2001	\$390.00	67.2	\$26,208.00
		\$475.00	107.5	\$51,062.50
ELIZABETH A. HICKEY	2001	\$490.00	13.9	\$6,811.00
JOANNE M. LEE	2001	\$450.00	12.6	\$5,670.00
		\$520.00	3.7	\$1,924.00
CAROLINE A. RECKLER	2001	\$425.00	4.5	\$1,912.50
		\$490.00	77.2	\$37,828.00
MICHAEL RIELA	2001	\$425.00	473.9	\$201,407.50
		\$490.00	975.1	\$477,799.00
		\$550.00	489.9	\$269,445.00
		\$615.00	123.4	\$75,891.00
ADAM C. BRYAN	2002	\$460.00	0.6	\$276.00
ALICIA CLIFFORD	2002	\$550.00	0.3	\$165.00
JAMES R. DRINNAN	2002	\$460.00	1.9	\$874.00

MARIANO FRANCISCO ISO	2002	\$525.00	26.4	\$13,860.00
RAPHAEL KAMINSKY	2002	\$460.00	1.2	\$552.00
ALAN L. LEAVITT	2002	\$395.00	143.6	\$56,722.00
		\$460.00	12.1	\$5,566.00
ERIKA RUIZ	2002	\$395.00	409.2	\$161,634.00
		\$460.00	1,310.3	\$602,738.00
		\$525.00	568.6	\$298,515.00
		\$590.00	35.4	\$20,886.00
JAMAUL D. CANNON	2003	\$425.00	79.6	\$33,830.00
JONATHAN R. KEIL	2003	\$460.00	0.7	\$322.00
J. M. MANICKI	2003	\$385.00	24.9	\$9,586.50
		\$455.00	8.4	\$3,822.00
ANDREW M. PURDY	2003	\$460.00	212.4	\$97,704.00
GEORGE ROYLE	2003	\$550.00	62.0	\$34,100.00
HEINRICH BAELZ	2004	\$390.00	6.5	\$2,535.00
SHARON A. CERESNIE	2004	\$310.00	3.9	\$1,209.00
LUCA CROCCO	2004	\$390.00	4.4	\$1,716.00
CAROLINE M. EMERTON	2004	\$425.00	5.5	\$2,337.50
EMILY K. FINN	2004	\$310.00	175.9	\$54,529.00
		\$390.00	230.8	\$90,012.00
R. HEMANI	2004	\$310.00	8.9	\$2,759.00
		\$390.00	42.2	\$16,458.00
MONISHA S. KAMDAR	2004	\$390.00	0.5	\$195.00
JOEL S. NECKERS	2004	\$390.00	55.2	\$21,528.00
KELLIE ORTEGA	2004	\$425.00	46.7	\$19,847.50
JOSHUA H. POVILL	2004	\$425.00	43.3	\$18,402.50
MEREDITH L. SHELDON	2004	\$310.00	18.6	\$5,766.00
		\$420.00	5.3	\$2,226.00
AARON SIRI	2004	\$310.00	33.0	\$10,230.00
		\$390.00	725.1	\$282,789.00
		\$475.00	22.2	\$10,545.00
INDIRA E. SMITH	2004	\$495.00	57.6	\$28,512.00
GRAEME SMYTH	2004	\$310.00	130.1	\$40,331.00
		\$390.00	26.9	\$10,491.00
JIE SUN	2004	\$390.00	1.2	\$468.00
VIRGINIA F. TENT	2004	\$425.00	24.0	\$10,200.00
		\$495.00	79.3	\$39,253.50
		\$560.00	76.6	\$42,896.00
JASON M. CASEY	2005	\$390.00	11.3	\$4,407.00
ANTHONY MAUL	2005	\$390.00	392.9	\$153,231.00
		\$475.00	82.0	\$38,950.00
BRIAN ANCHETA	2006	\$345.00	13.5	\$4,657.50
MASON BARNEY	2006	\$425.00	21.2	\$9,010.00
SPENCER C. BARROWES	2006	\$290.00	19.9	\$5,771.00

DENNIS G. CRAYTHORN	2006	\$345.00	1,039.3	\$358,558.50
		\$425.00	99.7	\$42,372.50
TINA CURATOLO	2006	\$290.00	20.8	\$6,032.00
CARA SNYDER ELIAS	2006	\$455.00	11.2	\$5,096.00
THOMAS E. FELSBERG	2006	\$290.00	194.0	\$56,260.00
		\$345.00	1.0	\$345.00
SETH R. GOLDSTEIN	2006	\$345.00	32.2	\$11,109.00
JUDE M. GORMAN	2006	\$290.00	28.0	\$8,120.00
		\$345.00	972.4	\$335,478.00
		\$425.00	675.2	\$286,960.00
		\$510.00	26.8	13,668.00
CASEY L. HINKLE	2006	\$345.00	706.9	\$243,880.50
		\$425.00	17.3	\$7,352.50
SCOTT JOSEFSBERG	2006	\$345.00	5.5	\$1,897.50
JASON A. KOLBE	2006	\$290.00	371.4	\$107,706.00
		\$345.00	390.4	\$134,688.00
		\$425.00	65.7	\$27,922.50
DAVID LEE	2006	\$425.00	66.9	\$28,432.50
		\$510.00	45.4	\$23,154.00
SARAH M. LIGHTDALE	2006	\$290.00	10.0	\$2,900.00
		\$345.00	428.6	\$147,867.00
		\$425.00	76.3	\$32,427.50
PETER S. MAITLAND	2006	\$290.00	35.0	\$10,150.00
		\$345.00	305.5	\$105,397.50
THOMAS R. PRICE	2006	\$345.00	639.3	\$220,558.50
		\$425.00	3.1	\$1,317.50
MICHAEL A. SAMALIN	2006	\$345.00	20.5	\$7,072.50
STEVEN E. SEITZ	2006	\$345.00	415.8	\$143,451.00
PAUL SERRITELLA	2006	\$425.00	35.7	\$15,172.50
JENNIFER H. SPERLING	2006	\$290.00	95.3	\$27,637.00
		\$345.00	608.5	\$209,932.50
		\$425.00	71.6	\$30,430.00
MARC R. SUSKIN	2006	\$345.00	27.9	\$9,625.50
BRADLEY D. TRUDING	2006	\$345.00	16.5	\$5,692.50
KAREN Y. TU	2006	\$290.00	18.7	\$5,423.00
		\$345.00	29.7	\$10,246.50
NATHANAEL B. YALE	2006	\$290.00	161.2	\$46,748.00
		\$345.00	671.5	\$231,667.50
		\$425.00	36.8	\$15,640.00
DOROTHY ZHANG	2006	\$290.00	55.3	\$16,037.00
		\$345.00	6.9	\$2,380.50
PETER J. BRACHMAN	2007	\$395.00	44.4	\$17,538.00
CELINE A. BURGAUD	2007	\$305.00	31.0	\$9,455.00
		\$395.00	102.1	\$40,329.50
JANIE BYALIK	2007	\$305.00	9.0	\$2,745.00
		\$395.00	10.7	\$4,226.50

JOHN D. CASTIGLIONE	2007	\$395.00	62.0	\$24,490.00
MIKHAIL I. EYDELMAN	2007	\$305.00	176.5	\$53,832.50
		\$395.00	534.5	\$211,127.50
		\$455.00	2.1	\$955.50
LAURA K. GINNS	2007	\$305.00	31.4	\$9,577.00
		\$395.00	92.9	\$36,695.50
ADAM GOLDBERG	2007	\$395.00	267.9	\$105,820.50
MELISSA GONZALEZ-PADRON	2007	\$305.00	58.8	\$17,934.00
CARTSEN HOHMANN	2007	\$345.00	10.0	\$3,450.00
JOHN C. MOLLUZZO JR.	2007	\$395.00	60.5	\$23,897.50
RALUCA O. PAPADIMA	2007	\$305.00	17.8	\$5,429.00
COLIN B. BUMBY	2008	\$425.00	62.1	\$26,392.50
ZHEN CHEN	2008	\$345.00	6.6	\$2,277.00
IAN E. COHEN	2008	\$345.00	38.8	\$13,386.00
AMANDA DEVEREUX	2008	\$345.00	4.3	\$1,483.50
DELAVAN J. DICKSON	2008	\$425.00	39.8	\$16,915.00
OBIANUJU A. ENENDU	2008	\$345.00	6.6	\$2,277.00
JENNIFER GREENBERG	2008	\$345.00	70.4	\$24,288.00
		\$425.00	26.7	\$11,347.50
STEFANIE C. HYDER	2008	\$425.00	24.2	\$10,285.00
LILLIAN H. LARDY	2008	\$345.00	27.2	\$9,384.00
CATHERINE M. MARTIN	2008	\$345.00	17.3	\$5,968.50
		\$425.00	0.5	212.50
AUSTIN T. OZAWA	2008	\$425.00	58.4	\$24,820.00
ROBERT C. RICHARDS	2008	\$305.00	578.3	\$176,381.50
		\$395.00	66.6	\$26,307.00
LIONEL F. RIVERA	2008	\$345.00	29.8	\$10,281.00
CARLA J. SMITH	2008	\$345.00	68.1	\$23,494.50
		\$425.00	54.9	\$23,332.50
ANTHONY M. STARK	2008	\$345.00	68.8	\$23,736.00
		\$425.00	87.2	\$37,060.00
ALLEGRA C. WILES	2008	\$425.00	51.3	\$21,802.50
<b>TOTAL</b>			<b>26,812.2</b>	<b>\$11,694,203.50</b>

<u>Name of Attorney/ Other Professional</u>		<u>Hourly Rate</u>	<u>Hours Billed</u>	<u>Totals</u>
<b><u>NON-LAWYER PROFESSIONALS</u></b>				
VICTORIA C. PHELPS	Analyst	\$370.00	0.9	\$333.00
RASSA.L. AHMADI	Paralegal	\$160.00	52.8	\$8,448.00
		\$175.00	186.1	\$32,567.50
ELIZABETH C. ARNOLD	Paralegal	\$210.00	37.6	\$7,896.00
		\$245.00	3.8	\$931.00
C. BARBERENA	Paralegal	\$115.00	1.8	\$207.00
JILL A. BARON	Paralegal	\$200.00	119.4	\$23,880.00

		\$215.00	40.0	\$8,600.00
J.D. BIRD	Paralegal	\$175.00	0.4	\$70.00
C.B. CARLSON	Paralegal	\$155.00	0.6	\$93.00
LAURENCE G. CARLSON	Paralegal	\$215.00	11.00	\$2,365.00
SARITA CHALEN	Paralegal	\$175.00	376.5	\$65,887.50
		\$195.00	115.5	\$22,522.50
AMY E. CHAMBERS	Paralegal	\$235.00	13.0	\$3,055.00
N. CHERNY	Paralegal	\$150.00	14.0	\$2,100.00
GREG P. DUPUY	Paralegal	\$145.00	3.0	\$435.00
DAMON GAYNAIR	Paralegal	\$215.00	31.9	\$6,858.50
R.S. GOLDSTEIN	Paralegal	\$150.00	1.0	\$150.00
C.M. GREENWOOD	Paralegal	\$185.00	6.2	\$1,147.00
JILL K. HANNON	Paralegal	\$150.00	1.6	\$240.00
MARION HANSEN	Paralegal	\$180.00	3.0	\$540.00
B. HICKEY	Paralegal	\$165.00	1.3	\$214.50
ANN C. KING	Paralegal	\$175.00	146.1	\$25,567.50
REBECCA H. KLINGER	Paralegal	\$150.00	11.0	\$1,650.00
S. KOSHY	Paralegal	\$150.00	51.0	\$7,650.00
MARTINE LACROIX	Paralegal	\$195.00	1.2	\$234.00
GEORGE J LOFASO	Paralegal	\$240.00	3.3	\$792.00
C.W. MAR	Paralegal	\$150.00	10.9	\$1,635.00
AARON I. MESSING	Paralegal	\$175.00	4.5	\$787.50
RICHARD.A.	Paralegal			
MONTGOMERY		\$195.00	12.0	\$3,340.00
H.H. NGUYEN	Paralegal	\$150.00	5.3	\$795.00
JOHN B. NUGENT	Paralegal	\$105.00	2.0	\$210.00
CARLY P. O'CONNELL	Paralegal	\$175.00	11.0	\$1,925.00
KRISTIN G. QUINN	Paralegal	\$165.00	0.70	\$115.50
ROSALIND RODBURG	Paralegal	\$230.00	1.0	\$230.00
B. ROMAN	Paralegal	\$175.00	16.7	\$2,922.50
LESLIE A. SALCEDO	Paralegal	\$170.00	404.8	\$68,816.00
		\$190.00	1,351.7	\$256,823.00
		\$210.00	742.2	\$155,862.00
		\$230.00	45.4	\$10,669.00
STEVEN B. SIMPSON	Paralegal	\$215.00	1.0	\$215.00
SYLVIA A. TAYLOR	Paralegal	\$150.00	44.8	\$6,720.00
		\$165.00	134.3	\$22,159.50
		\$180.00	48.5	\$8,730.00
IVANNA.A. URSINO	Paralegal	\$175.00	5.2	\$910.00
DANIEL VAZQUEZ	Paralegal	\$180.00	7.4	\$1,332.00
JENNIFER A. WALKER	Paralegal	\$210.00	127.5	\$26,775.00
JESSICA L. BENGELS	Prof. Staff	\$115.00	3.8	\$437.00
		\$175.00	0.5	\$87.50
ELENA BUDEA	Prof. Staff	\$195.00	0.8	\$156.00
ELENA GORODETSKY	Prof. Staff	\$200.00	8.0	\$1,600.00
BARBARA A. MICGIEL	Prof. Staff	\$225.00	2.0	\$450.00

EMERENCIANA S. SANTOS	Prof. Staff	\$200.00	0.8	\$160.00
		\$215.00	2.3	\$494.50
KATHRYN L. TROTTER	Prof. Staff	\$175.00	2.9	\$507.50
		\$215.00	<u>6.2</u>	<u>\$1,333.00</u>
<b>TOTAL</b>			<b>4,238.2</b>	<b>\$799,631.50</b>

**CORRECTION TO BILLING DISCREPANCY** (\$9,264.75)

<b>TOTAL</b>	<b>40,272.1</b>	<b>\$19,817,103.75</b>
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**OCTOBER 1, 2007 THROUGH JANUARY 25, 2008<sup>4</sup>**

Name of Attorney/ <u>Other Professional</u>	Year <u>Admitted to Practice</u>	Hourly <u>Rates for 2007 and 2008<sup>5</sup></u>	Hours <u>Billed</u>	<u>Totals</u>
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**PARTNERS/OF COUNSEL**

ROBERT J. ROSENBERG	1970	\$925.00	325.7	\$301,272.50
ERICA H. STEINBERGER	1972	\$995.00	108.2	\$107,659.00
		\$850.00	8.8	\$7,480.00
		\$850.00	103.8	\$88,230.00
MITCHELL A. SEIDER	1987	\$925.00	0.6	\$555.00
DAVID S. RAAB	1988	\$895.00	0.5	\$447.50
		\$825.00	282.4	\$232,980.00
MARK A. BROUDE	1989	\$895.00	65.7	\$58,801.50
		\$725.00	37.6	\$27,260.00
BLAIR G. CONNELLY	1994	\$775.00	46.5	\$36,037.50
BRADD WILLIAMSON	1995	\$750.00	3.4	\$2,550.00
GREGORY P. RODGERS	1997	\$750.00	<u>3.8</u>	<u>\$2,850.00</u>
<b>TOTAL</b>			<b>987.0</b>	<b>\$866,123.00</b>

**OF COUNSEL**

J. CHRISTOPHER DORIAN	1980	\$750.00	<u>11.8</u>	<u>\$8,850.00</u>
<b>TOTAL</b>			<b>11.8</b>	<b>\$8,850.00</b>

**ASSOCIATES**

MICHAEL J. FARIS	1990	\$615.00	0.3	\$184.50
HENRY P. BAER, JR.	1997	\$615.00	30.6	\$18,819.00
		\$660.00	9.9	\$6,534.00

<sup>4</sup> This information is being provided because it covers a period of time that has not been previously reflected in prior fee applications.

<sup>5</sup> The rates set forth in this chart reflect the 2007 and 2008 hourly rates in effect during October, November and December 2007 and January 1 through January 25, 2008.

ADRIENNE K. WHEATLEY	1997	\$615.00	191.9	\$118,018.50
		\$660.00	46.0	\$30,360.00
KEITH SIMON	1999	\$595.00	1.8	\$1,071.00
JOSEPH FURST III	2000	\$575.00	12.1	\$6,957.50
MIA DIBELLA	2001	\$550.00	47.0	\$25,850.00
		\$615.00	2.0	\$1,230.00
MICHAEL RIELA	2001	\$550.00	144.0	\$79,200.00
		\$615.00	123.4	\$75,891.00
GEORGE ROYLE	2002	\$550.00	62.0	\$34,100.00
ERIKA RUIZ	2002	\$525.00	197.0	\$103,425.00
		\$590.00	35.4	\$20,866.00
INDIRA E. SMITH	2004	\$495.00	4.3	\$2,128.50
VIRGINIA TENT	2004	\$495.00	79.3	\$39,253.50
		\$560.00	76.6	\$42,896.00
ANTHONY MAUL	2005	\$475.00	58.3	\$27,692.50
MASON A. BARNEY	2006	\$425.00	21.2	\$9,010.00
CARA SNYDER ELIAS	2006	\$455.00	11.2	\$5,096.00
JUDE M. GORMAN	2006	\$425.00	116.8	\$49,640.00
		\$510.00	26.8	\$13,668.00
JASON A. KOLBE	2006	\$425.00	4.3	\$1,827.50
DAVID LEE	2006	\$425.00	66.9	\$28,432.50
		\$510.00	45.4	\$23,154.00
SARAH M. LIGHTDALE	2006	\$425.00	33.0	\$14,025.00
PETER J. BRACHMAN	2007	\$395.00	44.4	\$17,538.00
JANIE BYALIK	2007	\$395.00	10.7	\$4,226.50
JOHN D. CASTIGLIONE	2007	\$395.00	6.2	\$2,449.00
MIKHAIL I. EYDELMAN	2007	\$395.00	31.9	\$12,600.50
		\$455.00	2.1	\$955.50
ADAM GOLDBERG	2007	\$395.00	108.4	\$42,818.00
COLIN B. BUMBY	2008	\$425.00	62.1	\$26,392.50
ZHEN CHEN	2008	\$345.00	6.6	\$2,277.50
IAN E. COHEN	2008	\$345.00	38.8	\$13,386.00
AMANDA L. DEVEREUX	2008	\$345.00	4.3	\$1,483.50
DEVALAN J. DICKSON	2008	\$425.00	39.8	\$16,915.00
OBIANUJU A. ENENDU	2008	\$345.00	6.6	\$2,277.00
JENNIFER GREENBERG	2008	\$345.00	70.4	\$24,288.00
		\$425.00	26.7	\$11,347.50
STEPHANIE C. HYDER	2008	\$425.00	24.2	\$10,285.00
LILLIAN H. LARDY	2008	\$345.00	27.2	\$9,384.00
CATHERINE M. MARTIN	2008	\$345.00	17.3	\$5,968.50
		\$425.00	0.5	\$212.50
AUSTIN T. OZAWA	2008	\$425.00	58.4	\$24,820.00
LIONEL F. RIVERA	2008	\$345.00	29.8	\$10,281.00
CARLA J. SMITH	2008	\$345.00	68.1	\$23,494.50
		\$425.00	54.9	\$23,332.50

ANTHONY M. STARK	2008	\$345.00	68.8	\$23,736.00
		\$425.00	87.2	\$37,060.00
ALLEGRA C. WILES	2008	\$425.00	51.3	\$21,802.50
<b>TOTAL</b>			<b>2,394.2</b>	<b>\$1,148,680.50</b>

Name of Attorney/ <u>Other Professional</u>		Hourly <u>Rate</u>	Hours <u>Billed</u>	<u>Totals</u>
<b><u>NON-LAWYER PROFESSIONALS</u></b>				
JILL A. BARON	Paralegal	\$200.00	119.4	\$23,880.00
		\$215.00	40.0	\$8,600.00
LESLIE ANN SALCEDO	Paralegal	\$210.00	179.8	\$37,758.00
		\$235.00	45.4	\$10,669.00
<b>TOTAL</b>			<b>384.6</b>	<b>\$80,907.00</b>
<b>TOTAL</b>			<b>3,777.6</b>	<b>\$2,104,560.50</b>

**SECTION III: COMPENSATION BY PROJECT CATEGORY**

**FINAL COMPENSATION PERIOD**

	<u>Hours Billed</u>	<u>Blended Hourly Rate</u>	<u>Total Fees</u>
Case Administration	2,490.0	\$461.90	\$1,150,121.25
Meeting of Creditors	3,067.9	\$641.10	\$1,966,843.50
Retention Issues	943.5	\$411.99	\$388,714.50
DIP Financing/Cash Collateral	303.6	\$469.34	\$142,492.00
Executory Contracts	1,279.8	\$494.27	\$632,560.50
Asset Dispositions	343.4	\$565.10	\$194,053.50
Executive Compensation/Bonuses	1,310.5	\$454.25	\$595,288.50
1113/1114 Issues	3,089.6	\$516.40	1,595,484.50
Claims Administration and Objections	2,360.5	\$449.80	\$1,061,741.00
Fee Applications	1,209.1	\$315.05	\$380,929.50
Lien Review	39.1	\$373.32	\$14,597.00
Preference & Fraudulent Conveyance Litigation	640.8	\$424.48	\$272,002.00
Disclosure Statement and Plan	6,905.8	\$574.59	\$3,967,991.00
Foreign Affiliates	150.4	\$478.66	\$71,990.50
Exit Financing	0.0	\$0.00	\$0.00
Analysis and Response to Other Motions	2,845.8	\$446.10	\$1,269,517.00
Other Chapter 5 Actions Litigation	7,677.3	\$458.92	\$3,523,291.00
SEC and Class Action Litigation	731.5	\$517.24	\$378,363.50
Non-Working Travel Time	101.2	\$210.45	\$21,297.50
Intercompany Claims and Substantive Consolidation	255.0	\$380.51	\$97,030.50
Environmental Issues	55.9	\$464.80	\$25,982.50
Tax Matters	3.0	\$700.00	\$2,100.00
Asset Analysis and Recovery	14.3	\$687.48	\$9,831.00
Business Operations	499.5	\$572.30	\$285,865.00
Employee Benefits/Pensions	1,579.8	\$527.73	\$833,700.00
Fee/Employment Applications	969.0	\$364.71	\$353,403.00
Fee/Employment Objections	1,120.9	\$356.19	\$399,249.50

Relief from Stay Proceedings	20.7	\$450.31	\$9,321.50
Financing	299.6	\$578.58	\$173,342.50
<b>TOTAL</b>	<b>40,307.5</b>	<b>\$491.65</b>	<b>\$19,817,103.75</b>

**OCTOBER 1, 2007 THROUGH JANUARY 25, 2008**

	<u>Hours Billed</u>	<u>Blended Hourly Rate</u>	<u>Total Fees</u>
Case Administration	137.7	\$438.79	\$60,442.00
Meeting of Creditors	244.2	\$714.53	\$174,487.50
Asset Dispositions	50.7	\$595.17	\$30,175.00
Claims Administration and Objections	134.5	\$307.16	\$41,313.50
Preference & Fraudulent Conveyance Litigation	3.2	\$778.13	\$2,490.00
Disclosure Statement and Plan	2,340.8	\$584.40	\$1,367,953.50
Other Chapter 5 Actions Litigation	43.6	\$689.43	\$30,059.00
SEC and Class Action Litigation	197.7	\$407.20	\$80,504.00
Non-Working Travel Time	10.5	\$198.64	\$2,085.75
Business Operations	8.9	\$538.20	\$4,790.00
Employee Benefits/Pensions	227.7	\$632.33	\$143,981.50
Fee/Employment Applications	116.4	\$294.53	\$34,283.00
Fee/Employment Objections	80.7	\$303.87	\$24,522.50
Financing	191.0	\$569.93	\$108,857.50
<b>TOTAL</b>	<b>3,777.6</b>	<b>\$556.01</b>	<b>\$2,104,559.50</b>

**SECTION IV: EXPENSE SUMMARY**

**FINAL COMPENSATION PERIOD**

<u>Expense Category</u>	<u>Amount</u>
Airfare and Trainfare	\$13,690.59
Binding and Supplies	\$378.89
Deposition Expenses	\$29,601.03
Docket Copies/PACER	\$23,135.62
Docket Research	\$95.00
Federal Express	\$17,195.11
Filing Fees	\$64.00
Ground Transportation	\$75,206.77
Investigation	\$9,796.03
Lexis	\$164,995.41
Meal Credits	\$35,176.65
Meals and Meal Services	\$87,367.02
Messenger/Courier	\$5,172.44
Mileage	\$77.88
MIS Services	\$511.25
Other Database Research	\$9,061.59
Other Legal Research	\$163.38
Outside Services	\$112,280.47
Parking	\$337.60
Photocopying	\$175,689.06
Postage	\$321.90
Publications	\$87.89
Telecopying	\$2,863.70
Telephone	\$108,830.23
Transcript Services	\$48,062.62
Trip Expense	\$6,385.79
Westlaw	\$186,550.08
<b>TOTAL</b>	<b>\$1,113,098.00</b>

**OCTOBER 1, 2007 THROUGH JANUARY 25, 2008**

<u>Expense Category</u>	<u>Amount</u>
Airfare and Trainfare	\$1,983.80
Binding and Supplies	\$170.89
Docket Copies/PACER	\$3,875.51
Federal Express	\$1,836.52
Ground Transportation	\$5,881.14
Lexis	\$4,550.46
Meals and Meal Services	\$13,442.12
Messenger/Courier	\$684.50
Other Database Research	\$250.10
Outside Services	\$27,092.54
Parking	\$55.60
Photocopying	\$15,264.74
Postage	\$8.39
Telecopying	\$247.50
Telephone	\$633.26
Transcript Services	\$5,107.95
Trip Expense	\$320.85
Westlaw	\$6,074.18
<b>TOTAL</b>	<b>\$87,480.05</b>

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New York, New York 10022-4802  
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Attorneys for the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Chapter 11
	)	
DELPHI CORPORATION, <u>et al.</u> ,	)	Case No. 05-44481 (RDD)
	)	
Debtors.	)	
	)	Jointly Administered
	)	

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**FINAL FEE AND EXPENSE APPLICATION OF LATHAM & WATKINS LLP AS  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Pursuant to sections 330 and 503(b)(1)(A) of chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”) and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines,” and, collectively with the Local Guidelines, the “Guidelines”), Latham & Watkins LLP (“Latham”), as counsel to the Official Committee of

Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of Delphi Corporation and its debtor affiliates (collectively, the “Debtors”), respectfully submits this final application (the “Application”) for (i) final allowance of compensation in the amount of \$19,817,103.75<sup>1</sup> for professional services rendered by Latham during the period beginning October 25, 2005 through and including January 25, 2008 (the “Final Compensation Period”) and reimbursement of its actual and necessary expenses in the amount of \$1,113,098.00 incurred during the Final Compensation Period<sup>2</sup> and (ii) payment of \$421,184.95, which was held back for fees and expenses incurred during the period beginning October 1, 2007 through and including January 25, 2008.

In support of this Application, Latham respectfully represents as follows:

#### **Background**

1. On October 8, 2005 (the “Petition Date”), thirty-nine of the above-captioned Debtors filed with this Court voluntary petitions for relief under chapter 11 of the Bankruptcy Code. On October 14, 2005, three additional Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code. For the duration of these chapter 11 cases, the Debtors operated their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

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<sup>1</sup> This amount includes \$2,104,560.50 (the “Interim Amount”) of fees incurred during the period beginning October 1, 2007 through and including January 25, 2008, for which no interim fee application was filed. Latham has already received payment of 80% of the Interim Amount pursuant to the Administrative Order (as defined below), while 20% of the Interim Amount remains unpaid. As set forth in subsection (ii) above, by this Application, Latham is seeking payment of this unpaid compensation in the amount of \$421,184.95.

<sup>2</sup> As set forth in more detail in this Application, the Debtors have been paying their professionals, including Latham, in the ordinary course of business since the Debtors’ Initial Plan (as defined below) was confirmed by this Court on January 25, 2008 (the “Confirmation Date”). Thus, this Application does not seek allowance of any fees and expenses incurred by Latham since the Confirmation Date.

2. The Committee was appointed in these cases by the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”) on October 17, 2005.<sup>3</sup>

3. On November 17, 2005, the Committee filed that certain Application of the Official Committee of Unsecured Creditors for Order Authorizing and Approving the Employment and Retention of Latham & Watkins LLP as Counsel, *nunc pro tunc* to October 17, 2005 (the “Retention Application”). On January 6, 2006, this Court entered an order approving the retention of Latham, *nunc pro tunc* to October 17, 2005.

4. By Order dated November 4, 2005 (the “Administrative Order”), this Court established a procedure for interim compensation and reimbursement of expenses for all professionals in these cases. In particular, the Administrative Order provided that, absent objections to the monthly fee statements, the Debtors would be authorized to pay each professional serving such monthly fee statements an amount equal to 80 percent of the fees and 100 percent of the expenses requested in their respective monthly fee statements.

5. On May 31, 2006, Latham filed its first fee application covering the period from October 17, 2005 through January 31, 2006 and seeking compensation in the amount of \$3,258,050.25 and reimbursement of expenses in the amount of \$157,230.86. On February 16, 2007, this Court entered an order approving the first fee application and allowing fees and expenses in the amounts of \$3,216,383.58 and \$157,230.86, respectively.

6. On July 31, 2006, Latham filed its second fee application covering the period from February 1, 2006 through May 31, 2006 and seeking compensation in the amount of \$5,188,803.50 and reimbursement of expenses in the amount of \$369,265.45. On February 20,

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<sup>3</sup> As of the Confirmation Date, the Committee was comprised of the following members: (a) Capital Research and Management Company; (b) Freescale Semiconductor, Inc.; (c) IUE-CWA; (d) Wilmington Trust Company, as Indenture Trustee; (e) Tyco Electronics Corporation and (f) SABIC Innovative Plastics US LLC. The Pension Benefit Guaranty Corporation and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America were *ex officio* members of the Committee.

2007, this Court entered an order approving the second fee application and allowing fees and expenses in the amounts of \$5,147,136.83 and \$369,265.45, respectively.

7. On November 30, 2006, Latham filed its third fee application covering the period from June 1, 2006 through September 30, 2006 and seeking compensation in the amount of \$3,292,173.00 and reimbursement of expenses in the amount of \$179,565.22. On February 22, 2007, this Court entered an order approving the third fee application and allowing fees and expenses in the amounts of \$3,250,506.33 and \$179,565.22, respectively.

8. On March 30, 2007, Latham filed its fourth fee application covering the period from October 1, 2006 through January 31, 2007 and seeking compensation in the amount of \$2,889,599.50 and reimbursement of expenses in the amount of \$160,467.74. On July 2, 2007, this Court entered an order approving the fourth fee application and allowing fees and expenses in the amounts of \$2,836,008.50 and \$155,018.71, respectively.

9. On July 31, 2007, Latham filed its fifth fee application covering the period from February 1, 2007 through May 31, 2007 and seeking compensation in the amount of \$1,629,455.50 and reimbursement of expenses in the amount of \$84,184.09. On October 29, 2007, this Court entered an order approving the fifth fee application and allowing fees and expenses in the amounts of \$1,604,455.60 and \$82,584.09, respectively.

10. On November 29, 2007, Latham filed its sixth fee application covering the period from June 1, 2007 through September 30, 2007 and seeking compensation in the amount of \$1,557,917.25 and reimbursement of expenses in the amount of \$74,904.59. On February 27, 2008, this Court entered an order approving the sixth fee application and allowing fees and expenses in the amounts of \$1,551,316.25 and \$72,407.59, respectively. The first, second, third,

fourth, fifth and sixth fee applications filed by Latham in these cases are referred to herein as the “Prior Fee Applications.”

11. Pursuant to the Administrative Order, Latham served monthly fee statements in these chapter 11 cases for the months of October, 2007, November, 2007, December, 2007 and January 1 through January 25, 2008 (collectively, the “Monthly Statements”). To date, the Debtors have paid to Latham \$1,684,739.80 in fees and \$87,480.05 in expenses incurred during the period from October 1, 2007 through January 25, 2008 in accordance with the procedures set forth in the Administrative Order (which required a holdback of fees in the amount of \$421,184.95 for services rendered during the October 1, 2007 through January 25, 2008 period). No interim fee application was filed with respect to this period.

12. On December 10, 2007, the Debtors filed their First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors And Debtors-In-Possession (the “Initial Plan”). On January 25, 2008 (the “Confirmation Date”), this Court entered an order confirming the Initial Plan (the “Confirmation Order”).

13. On July 30, 2009, this Court entered an order approving certain modifications to the Initial Plan embodied in the First Amended Joint Plan of Reorganization of Delphi Corporation And Certain Affiliates, Debtors and Debtors-In-Possession (As Modified) (the “Modified Plan”).

14. On October 6, 2009, (i) the Effective Date (as defined in the Modified Plan) of the Modified Plan occurred, (ii) the Modified Plan was substantially consummated and (iii) the Debtors filed the Notice of (A) Order Approving Modifications to First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession and (B) Occurrence of Effective Date (the “Effective Date Notice”). Pursuant to paragraph 9(b)

of the Effective Date Notice, all final requests for payment of Professional Claims (as defined in the Modified Plan) and requests for reimbursement of expenses of members of the Statutory Committees (as defined in the Modified Plan) must be filed no later than December 31, 2009.

15. Pursuant to paragraph 33 of the Confirmation Order and paragraph 9(b) of the Effective Date Notice, any requirement that Professionals comply with sections 327 through 331 of the Bankruptcy Code in seeking compensation for services rendered terminated on the Confirmation Date. Consequently, since the Confirmation Date, the Debtors have employed and paid Professionals, including Latham, in the ordinary course of business without any further notice to, action by or order or approval of the Court or any other party. As such, this Application does not request compensation or expense reimbursement with respect to services rendered or seek allowance of fees and expenses incurred after January 25, 2008.

16. By this Application, Latham seeks (i) final allowance of compensation in the amount of \$19,817,103.75 and reimbursement of expenses incurred during the Final Compensation Period in the amount of \$1,113,098.00 and (ii) payment of all outstanding holdbacks owing with respect to the Monthly Statements covering the period from October 1, 2007 through January 25, 2008, in the amount of \$421,184.95.

17. The supervisory responsibility for Latham's efforts on behalf of the Committee has been undertaken by Robert J. Rosenberg. Mr. Rosenberg is a partner in Latham's New York office. Mr. Rosenberg is a 1967 graduate of Columbia University and a 1970 graduate of Harvard Law School.

**Summary of Services Performed During the Compensation Period**

18. Latham has rendered 40,307.5 hours of legal services in representation of the Committee during the Final Compensation Period. Based upon the nature of the services rendered, the time required to provide such services, the value of such services to the Committee

and the cost of comparable services in non-bankruptcy cases, Latham believes that the allowed compensation for services rendered to the Committee should be not less than \$19,817,103.75 for the Final Compensation Period. This total represents 40,307.5 hours of Latham attorney and other professional time during the Final Compensation Period, at a blended average hourly rate of \$491.65. The hourly rates for each attorney and other professional who performed services for the Committee are set forth in the cover sheet that precedes this Application (the “Cover Sheet”).

19. In accordance with the Local Guidelines, a detailed chronological narrative of the time spent (divided among fourteen descriptive billing categories), the dates and descriptions of the services rendered, and the identity of the attorneys and other professionals who provided such services on behalf of the Committee during the period from October 1, 2007 through January 25, 2008, are attached hereto as Exhibits A-1, A-2, A-3 and A-4 (collectively, the “Billing Detail”) and are incorporated herein by reference.<sup>4</sup> Prior to the filing of this Application, Latham filed the Prior Fee Applications, each of which contained a detailed chronological narrative similar to that of the Billing Detail (collectively, the “Prior Billing Detail”). The Prior Fee Applications and Prior Billing Detail are incorporated herein by reference.

20. Latham respectfully supplements the attached Billing Detail and the Prior Billing Detail with the following narrative summary of services rendered by Latham during the Final Compensation Period, organized by project category:

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<sup>4</sup> Exhibits A-1, A-2, A-3 and A-4 are copies of Latham’s Monthly Statements for October, 2007, November, 2007, December, 2007 and January 1 though January 25, 2008, respectively. Certain redactions are reflected in Latham’s Monthly Statements to protect confidential and privileged information contained therein. Because Latham did not file an interim fee application with respect to these time periods, Section III of the Cover Sheet also contains a summary of Latham’s services rendered during the period from October 1, 2007 through January 25, 2008, organized by project category.

a) **Case Administration.** Latham rendered a total of 2,490 hours and incurred \$1,150,121.25 of fees in connection with services falling within the category of “Case Administration” during the Final Compensation Period. This category included, among other things: (i) rendering services in connection with general administration of these cases; (ii) reviewing, organizing and responding to various documents received; (iii) preparing for and attending omnibus hearings; (iv) reviewing Committee professionals’ reports and summaries; (v) addressing scheduling issues; (vi) maintaining a case calendar; (vii) monitoring press reports relating to the Debtors’ cases; (viii) monitoring the docket in these cases; (ix) conferring with Committee professionals to coordinate the handling of various matters; (x) monitoring the status of various matters and (xi) analyzing and summarizing critical documents filed in these cases and various issues related thereto.

b) **Meeting of Creditors.** Latham rendered a total of 3,067.9 hours and incurred \$1,966,843.50 of fees in connection with services falling within the category of “Meeting of Creditors” during the Final Compensation Period. This category included Latham’s services rendered in connection with preparing for and attending regularly scheduled meetings with the Committee, subcommittees of the Committee and the Debtors, as well as related communications to the Committee, its professionals, and other parties in interest in these cases.

c) **Retention Issues.** Latham rendered a total of 943.5 hours and incurred \$388,714.50 of fees in connection with services falling within the category of “Retention Issues” during the Final Compensation Period. This category included Latham’s services rendered in connection with (i) the retention of numerous professionals in these cases, including, but not limited to: Latham, Mesirow Financial Consultants, Warner Stevens LLP (“Warner Stevens”), Jefferies & Company, Inc., Buck Consultants, Steven Hall & Partners and (ii) the review of the

retention and fee applications of the Debtors' various professionals. On September 1, 2006, after the fee committee appointed in these cases (the "Fee Committee") implemented its billing protocols, this category was closed, and Latham billed no further time to it for the duration of the Final Compensation Period.

d) **DIP Financing/Cash Collateral.** Latham rendered a total of 303.6 hours and incurred \$142,492.00 of fees in connection with services falling within the category of "DIP Financing/Cash Collateral" during the Final Compensation Period. This category included Latham's services rendered in connection with the analysis and negotiation of the Debtors' post-petition financing and cash collateral related issues. This category also included Latham's participation in the interim and final hearings on the Debtors' post-petition financing and Latham's subsequent monitoring of the Debtors' post-petition financing and cash collateral related issues. On September 1, 2006, after the Fee Committee implemented its billing protocols, this category was closed, and Latham billed no further time to it for the duration of the Final Compensation Period.

e) **Executory Contracts.** Latham rendered a total of 1,279.8 hours and incurred \$632,560.50 of fees in connection with services falling within the category of "Executory Contracts" during the Final Compensation Period. This category included Latham's services rendered in connection with the Debtors' numerous executory contracts and unexpired leases of nonresidential real property, including analysis of, negotiation with respect to and responses to (i) the Debtors' Motion to Authorize Continuation of Vendor Rescue Program, (ii) Motion to Approve Procedures to Approve Certain Sole Source Supplier Contracts, (iii) Motion to Approve Procedures to Enter Into or Renew Real Property Leases Without Court Approval and (iv) Motion Authorizing Rejection of Certain Executory Contracts with General Motors Corporation.

On September 1, 2006, after the Fee Committee implemented its billing protocols, this category was closed, and Latham billed no further time to it for the duration of the Final Compensation Period.

f) **Asset Dispositions.** Latham rendered a total of 343.4 hours and incurred \$194,053.50 of fees in connection with services falling within the category of “Asset Dispositions” during the Final Compensation Period. This category included all of Latham’s services rendered in connection with the Debtors’ disposition of certain assets, including, without limitation, the Debtors’ brake hose, catalyst, chassis, interiors, steering and bearings businesses and the sale of the Debtors’ Saltillo brake plant. This category also included Latham’s analysis of the effects of asset dispositions and potential claims recovery scenarios on value to be realized by the Debtors’ estates and unsecured creditors.

g) **Executive Compensation/Bonuses.** Latham rendered a total of 1,310.5 hours and incurred \$595,288.50 of fees in connection with services falling within the category of “Executive Compensation/Bonuses” during the Final Compensation Period. This category included services rendered in connection with the Debtors’ Motion for Order Under §§ 105 and 363 Authorizing the Debtors to Implement a Key Employee Compensation Program and related compensation and bonus issues arising during the Final Compensation Period. This category also included negotiations regarding, and participation in contested hearings related to, the Debtors’ proposed annual incentive plans. On September 1, 2006, after the Fee Committee implemented its billing protocols, this category was closed, and Latham billed no further time to it for the duration of the Final Compensation Period.

h) **1113/1114 Issues.** Latham rendered a total of 3,089.6 hours and incurred \$1,595,484.50 of fees in connection with services falling within the category of “1113/1114

Issues” during the Final Compensation Period. This category included Latham’s services related to labor, pension and OPEB issues arising in these cases, including extensive related analysis, legal research and preparation of various memoranda. This category also included preparation for and attendance at multiple hearings regarding the Debtors’ request to reject their labor contracts under section 1113 of the Bankruptcy Code and the various attrition programs proposed by the Debtors. On September 1, 2006, after the Fee Committee implemented its billing protocols, this category was closed, and Latham billed no further time to it for the duration of the Final Compensation Period.

i) **Claims Administration and Objections.** Latham rendered a total of 2,360.5 hours and incurred \$1,061,741.00 of fees in connection with services falling within the category of “Claims Administration and Objections” during the Final Compensation Period. This category included Latham’s services rendered in connection with analysis of, and response to, various claims and requests for setoff, recoupment or reclamation that were asserted against the Debtors, including the review and analysis of various settlements related thereto. This category also included review and analysis of the Debtors’ Claims Procedures Motion, negotiations with respect to the related Claims Procedures Order and monitoring of the claims administration process though continued attendance at various hearings held in connection therewith.

j) **Fee Applications.** Latham rendered a total of 1,209.1 hours and incurred \$380,929.50 of fees in connection with services falling within the category of “Fee Applications” during the Final Compensation Period. This category included Latham’s services rendered in reviewing, analyzing and responding to monthly fee statements served by professionals retained in these cases. This category also included Latham’s preparation of its monthly fee statements and the Prior Fee Applications and Latham’s oversight of and assistance to other Committee

professionals in their preparation of their own monthly fee statements and expense reimbursement requests. These services were rendered in an effort to ensure (i) adherence with local rules and procedures and (ii) that all necessary confidential and strategic information was redacted from such statements. On September 1, 2006, after the Fee Committee implemented its billing protocols, this category was closed, and Latham billed no further time to it for the duration of the Final Compensation Period.

k) **Lien Review.** Latham rendered a total of 39.1 hours and incurred \$14,597.00 of fees in connection with services falling within the category of “Lien Review” during the Final Compensation Period. This category included Latham’s services rendered in connection with analysis of the various liens asserted against assets of the Debtors and their affiliates, and possible defenses thereto. Much of the analysis in this category was handled by Warner Stevens, the Committee’s conflicts counsel in these cases. Latham endeavored to transition such matters to Warner Stevens efficiently and effectively while avoiding any duplication of effort. On September 1, 2006, after the Fee Committee implemented its billing protocols, this category was closed, and Latham billed no further time to it for the duration of the Final Compensation Period.

l) **Preference & Fraudulent Conveyance Litigation.** Latham rendered a total of 640.8 hours and incurred \$272,002.00 of fees in connection with services falling within the category of “Preference & Fraudulent Conveyance” during the Final Compensation Period. This category included Latham’s legal research and analysis of potential preference and fraudulent conveyance actions which may have been pursued by the Debtors, the Committee or an estate representative in these cases, including potential avoidance actions against various parties, including General Motors Corporation.

m) **Disclosure Statement & Plan.** Latham rendered a total of 6,905.8 hours and incurred \$3,967,991.00 of fees in connection with services falling within the category of “Disclosure Statement & Plan” during the Final Compensation Period. This category included services rendered in connection with the negotiation, review and analysis of various versions of a plan of reorganization and confirmation of the Initial Plan, including: (i) research and analysis of proposed agreements among the Debtors, General Motors Corporation and certain proposed “Plan Investors” (including the Plan Framework Support Agreement, the Equity Purchase and Commitment Agreement and the various amendments and exhibits thereto) (collectively, the “Proposed Framework Agreements”), (ii) Latham’s involvement on behalf of the Committee in multi-party negotiations with respect to the Proposed Framework Agreements, (iii) Latham’s prosecution and ultimate settlement of the Committee’s objection to the Debtors’ motion seeking approval of the Proposed Framework Agreements and substantial discovery conducted in connection with such objection and the objections of other parties in interest, (iv), review and analysis of certain additional investor agreements, related 13D filings and the Form S-1 prepared by the Debtors in anticipation of the rights offering contemplated by the Proposed Framework Agreements, (v) review and analysis of the various plan of reorganization and disclosure statement versions provided by the Debtors, (vi) discussion and negotiation with the Debtors and various stakeholders regarding the Initial Plan, the disclosure statement related thereto (the “Disclosure Statement”) and various modifications to the Initial Plan and Disclosure Statement, (vii) Latham’s prosecution and ultimate settlement of the Committee’s objections to the Initial Plan and Disclosure Statement and substantial discovery conducted in connection with such objections and (viii) Latham’s preparation for and attendance at the hearings on the approval of the Disclosure Statement and the confirmation of the Initial Plan.

n) **Foreign Affiliates.** Latham rendered a total of 150.4 hours and incurred \$71,990.50 of fees in connection with services falling within the category of “Foreign Affiliates” during the Final Compensation Period. This category included Latham’s services rendered in connection with the analysis of various transactions related to the Debtors’ foreign affiliates and joint ventures, including an analysis of the ability of the Pension Benefit Guaranty Trust Corporation to enforce liens against non-debtor foreign affiliates. On September 1, 2006, after the Fee Committee implemented its billing protocols, this category was closed, and Latham billed no further time to it for the duration of the Final Compensation Period.

o) **Analysis and Response to Other Motions.** Latham rendered a total of 2,845.8 hours and incurred \$1,269,517.00 of fees in connection with services falling within the category of “Analysis and Response to Other Motions” during the Final Compensation Period. This category included Latham’s review, analysis and related research regarding dozens of motions filed in these cases. This category also included Latham’s preparation and filing of responses to various motions during the Final Compensation Period and Latham’s preparation for, and attendance at, hearings in connection therewith. On September 1, 2006, after the Fee Committee implemented its billing protocols, this category was closed, and Latham billed no further time to it for the duration of the Final Compensation Period.

p) **Other Chapter 5 Actions Litigation.** Latham rendered a total of 7,677.3 hours and incurred \$3,523,291.00 of fees in connection with services falling within the category of “Other Chapter 5 Actions” during the Final Compensation Period. This category included Latham’s services rendered in connection with the analysis and investigation of potential causes of action under Chapter 5 of the Bankruptcy Code other than preference and fraudulent

conveyance actions, including the equitable subordination of claims, and substantial discovery and litigation preparation undertaken with respect thereto.

q) **SEC and Class Action Issues.** Latham rendered a total of 731.5 hours and incurred \$378,363.50 of fees in connection with services falling within the category of “SEC and Class Action Issues” during the Final Compensation Period. This category included Latham’s review and analysis of materials related to: (i) investigations conducted by the Securities and Exchange Commission and the Department of Justice and (ii) class action complaints filed against the Debtors and current and former officers and directors of the Debtors. This category also included Latham’s preparation for, and participation in, hearings and mediation related to the Securities and ERISA Multi-District Litigation, as well as services rendered in connection with the settlement that resulted therefrom.

r) **Non-Working Travel Time.** Latham rendered a total of 101.2 hours and incurred \$21,297.50 of fees in connection with services falling within the category of “Non-Working Travel Time” during the Final Compensation Period. This category included non-working time spent by Latham’s attorney traveling on Delphi-related business. Such time has been billed at 50% of Latham’s regular billing rates, as is customary in this jurisdiction.

s) **Intercompany Claims and Substantive Consolidation.** Latham rendered a total of 255.0 hours and incurred \$97,030.50 of fees in connection with services falling within the category of “Intercompany Claims and Substantive Consolidation” during the Final Compensation Period. This category included Latham’s services rendered in connection with the review, research and analysis of intercompany claims issues involving the Debtors and their non-debtor affiliates. On September 1, 2006, after the Fee Committee implemented its billing

protocols, this category was closed, and Latham billed no further time to it for the duration of the Final Compensation Period.

t) **Environmental Issues.** Latham rendered a total of 55.9 hours and incurred \$25,982.50 of fees in connection with services falling within the category of “Environmental Issues” during the Final Compensation Period. This category included Latham’s analysis of various environmental liability scenarios with respect to potentially contaminated property. On September 1, 2006, after the Fee Committee implemented its billing protocols, this category was closed, and Latham billed no further time to it for the duration of the Final Compensation Period.

u) **Tax Matters** Latham rendered a total of 3.0 hours and incurred \$2,100.00 of fees in connection with services falling within the category of “Tax Matters” during the Final Compensation Period. This category included Latham’s review of various tax sharing agreements. On September 1, 2006, after the Fee Committee implemented its billing protocols, this category was closed, and Latham billed no further time to it for the duration of the Final Compensation Period

v) **Asset Analysis and Recovery.** Latham rendered a total of 14.3 hours and incurred \$9,831.00 of fees in connection with services falling within the category of “Asset Analysis and Recovery” during the Final Compensation Period. This category included Latham’s research and analysis with respect to potential claims recovery scenarios that may have arisen in these cases. On September 1, 2006, after the Fee Committee implemented its billing protocols, this category was closed, and Latham billed no further time to it for the duration of the Final Compensation Period.

w) **Business Operations.** Latham rendered a total of 499.5 hours and incurred \$285,865.00 of fees in connection with services falling within the category of “Business

Operations” during the Final Compensation Period. This category included Latham’s review and analysis of various operational issues and motions filed by the Debtors in connection with the operation of the Debtors’ businesses. This category also included services rendered in connection with the foreign bankruptcy proceedings of a non-debtor subsidiary of the Debtors.

x) **Employee Benefits/Pensions.** Latham rendered a total of 1,579.8 hours and incurred \$833,700.00 of fees in connection with services falling within the category of “Employee Benefits/Pensions” during the Final Compensation Period. This category included Latham’s services rendered in connection with labor, pension, OPEB and executive compensation issues arising in these cases, including extensive analysis, legal research, preparation of various memoranda and attendance at various hearings and status conferences relating to potential employee claims, employment contracts and the Debtors’ proposed AIPs and key employee compensation programs. This category also included services rendered in connection with the settlement and memorandum of understanding reached among the Debtors, General Motors Corporation and the Debtors’ various unions.

y) **Fee/Employment Applications.** Latham rendered a total of 969.0 hours and incurred \$353,403.00 of fees in connection with services falling within the category of “Fee/Employment Applications” during the Final Compensation Period.<sup>5</sup> This category included the preparation of Latham’s monthly statements and the Prior Fee Applications, as well as Latham’s oversight of, and assistance provided to, Committee members and Committee professionals in the preparation of their monthly fee statements, fee applications and expense reimbursement requests. This category also included the preparation of various supplemental affidavits filed by Latham and other Committee professionals in support of their retention.

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<sup>5</sup> Latham began billing time to this category after the Fee Committee implemented its protocols on September 1, 2006. Accordingly, this category contains fees incurred on and after September 1, 2006, and is exclusive of any fees set forth in category (c) above.

Latham undertook this work for itself and the other Committee professionals in an effort to ensure: (i) adherence with local rules and procedures, (ii) disclosure of all necessary supplemental information to this Court and (iii) uniform redaction of all confidential and strategic information from such statements and applications.

z) **Fee/Employment Objections.** Latham rendered a total of 1,120.9 hours and incurred \$399,249.50 of fees in connection with services falling within the category of “Fee/Employment Objections” during the Final Compensation Period.<sup>6</sup> This category included the review and analysis of, and responses to, monthly fee statements and fee applications filed and served by professionals retained in these cases. This category also includes Latham’s review of supplemental retention affidavits and disclosures filed by ordinary course professionals or other retained professionals retained in these cases.

aa) **Relief from Stay Proceedings.** Latham rendered a total of 20.7 hours and incurred \$9,321.50 of fees in connection with services falling within the category of “Relief from Stay Proceedings” during the Final Compensation Period. This category included Latham’s review and analysis of various motions filed in these cases seeking relief from the automatic stay, as well as motions alleging recoupment or setoff rights against the Debtors.

bb) **Financing.** Latham rendered a total of 299.6 hours and incurred \$173,342.50 of fees in connection with services falling within the category of “Financing” during the Final Compensation Period. This category included services rendered in connection with the Debtors’ debtor-in-possession financing and amendments thereto, the Debtors’ proposed post-emergence financing (including the Committee’s objection thereto) and related matters.

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<sup>6</sup> Latham began billing time to this category after the Fee Committee implemented its protocols on September 1, 2006. Accordingly, this category contains fees incurred on and after September 1, 2006, and is exclusive of any fees set forth in category (c) above.

**Latham's Staffing and Internal Procedures.**

21. Latham made a conscious effort in these cases to provide the Committee with the highest quality legal services at a reasonable cost. Whenever possible, rather than “reinventing the wheel,” Latham drew upon the considerable expertise of its senior partners to obtain quick answers to difficult questions without the need for expensive and time consuming legal research. Where research was required, Latham typically utilized junior lawyers, resulting in considerable savings for the Debtors.

22. A number of specialist attorneys billed small amounts of time in support of Latham’s representation of the Committee. The isolated and limited work done by these experts highlights one of the benefits of a global law firm such as Latham. When discrete issues arose in these cases, Latham was able to leverage the expertise of its specialists around the world, removing the need to train non-specialists on the issue or hire a separate law firm altogether. This efficient use of firm resources minimized costs for the Debtors’ estates while providing the Committee with the highest quality legal services.

23. Latham believes that it has been efficient in avoiding duplication of effort and keeping fees and costs at a reasonable level. Latham also believes that the attached Billing Detail and the Prior Billing Detail reflect the actual, fair and reasonable value of the legal services provided to the Committee.

**Disbursements**

24. Latham expended a total of \$1,113,098.00 for reasonable and necessary expenses in connection with its representation of the Committee during the Final Compensation Period. In

accordance with the Guidelines, Section IV of the Cover Sheet attached hereto contains an organized summary of these expenses.<sup>7</sup>

25. Latham does not include a profit component in its disbursements, and charges the Debtors only for Latham's actual out-of-pocket expenses. Photocopy charges are billed at \$0.17 per page and outgoing faxes are billed at \$1.25 per page.

**Certification**

26. As required by the Guidelines, attached hereto as Exhibit B is a certification that the facts set forth in this Application are true and correct, and that this Application complies with the Guidelines.

**Latham is a Disinterested Person and Holds No Adverse Interest**

27. All professional services and expenses for which allowance is requested in this Application were performed by Latham on behalf of the Committee and not on behalf of any other entity or person. As described in the Affidavit of Robert J. Rosenberg of Latham & Watkins LLP Pursuant to Sections 329, 504 and 1103 of the Bankruptcy Code and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (together with subsequent supplemental affidavits, the "Rosenberg Affidavit") previously filed by Latham in these cases: (i) Latham holds neither a claim against, nor an interest in, the Debtors, and has not acquired or transferred any beneficial interest in the Debtors, directly or indirectly, since the commencement of these cases; (ii) Latham represents no interest adverse to the Debtors with respect to matters upon which it is engaged and (iii) Latham is a "disinterested person" under section 101(14) of the Bankruptcy Code.

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<sup>7</sup> Because Latham did not file an interim fee application with respect to the period from October 1, 2007 through January 25, 2008, Section IV of the Cover Sheet also contains an organized summary of expenses incurred from October 1, 2007 through January 25, 2008.

28. No agreement or understanding exists between Latham and any other person or entity for the sharing of compensation received or to be received for services rendered in connection with these cases, except that fees will be shared with other partners of Latham as permitted by Rule 2016 of the Bankruptcy Rules and section 504 of the Bankruptcy Code.

WHEREFORE, Latham respectfully requests that this Court enter an order: (i) allowing on a final basis compensation of professional services rendered during the Final Compensation Period in the amount of \$19,817,103.75 and reimbursement of actual and necessary expenses incurred by Latham during the Final Compensation Period in the amount of \$1,113,098.00 (which amounts include the fees and expenses requested for the period from October 1, 2007 through January 25, 2008), (ii) authorizing and directing the Debtors to pay to Latham the full amount of such compensation previously held back pending this Application, in the amount of \$421,184.95, and (iii) granting such other and further relief as is just.

Dated: New York, New York  
December 18, 2009

LATHAM & WATKINS LLP

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